

**Texaco, Inc.**

9212452



CERTIFICATE OF INCORPORATION

of

THE TEXAS CORPORATION.

I.

The name of this corporation is THE TEXAS CORPORATION.

II.

Its principal office in the State of Delaware is in the City of Wilmington, County of New Castle, and the name of its resident agent is Corporation Trust Company of America, whose address is 7 West Tenth Street, Wilmington, Delaware.

III.

The objects or purposes for which the corporation is formed and the nature of the business to be carried on, any one or all of which it may pursue in the United States of America and the states, districts, territories and possessions thereof and in foreign countries, are as follows:

(1) To engage in and carry on the petroleum business and the various branches thereof, including the production, storage, transportation, purchase and sale of oil and gas and their products and by-products, and refining, treating, applying, compounding and preparing them for market;

(2) To engage in and carry on the business of mining, manufacturing and merchandising, including the storage and transportation of materials, supplies and products, without limit as to kind and whether similar to or different from the petroleum business;

(3) To acquire, own, hold, enjoy, operate, dispose of and convey real and personal property of any description, including mines, wells, plants, works, refineries, factories, mills, shops, terminals, wharves, docks, piers, stations,

warehouses, pipe lines, wire lines, storage tanks, tram roads, office buildings, ships and marine equipment, tank car and rail equipment, motor and road equipment, and to engage in construction for others.

(4) To acquire, own, hold, enjoy, dispose of and transfer stock, bonds, notes and other securities, as well as accounts, contracts and evidences of indebtedness, of corporations, associations and organizations, in whatsoever business or activity engaged and whether private or public in their character, and while owner of stock to exercise all rights of ownership, including the right to vote thereon and with respect thereto;

(5) To make loans to and guarantee the stock, bonds and obligations of other corporations, associations, firms and persons, when so doing, in the opinion of the board of directors, would tend to promote the business of this corporation;

(6) To acquire, own, hold, enjoy, dispose of and transfer patents, trade marks, copyrights, licenses, formulae and choses in action of any kind.

(7) To do all and everything useful in or incidental to the accomplishment of the objects and purposes herein stated, as principal, agent, contractor, trustee, or otherwise, either alone or in association with others, to the same extent and as fully as could natural persons.

No enumeration of specific objects, purposes or powers, or particular description of business in this article shall be held to limit or restrict in any manner those enumerations or descriptions which are general in their character, and the objects, powers and descriptions of one section shall in no wise be limited or restricted by reference

to or inference from the terms of any other section.

IV.

The amount of the total authorized capital stock of the corporation is Two Hundred and Fifty Million Dollars (\$250,000,000) divided into Ten Million (10,000,000) shares of Twenty Five Dollars (\$25) each of common stock.

The amount of capital stock with which it will commence business is One Thousand Dollars (\$1,000.).

V.

The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

| <u>NAME:</u>       | <u>RESIDENCE:</u>                            | <u>NO. OF SHARES:</u> |
|--------------------|--|-----------------------|
| E. M. Crone        | 4 Hillcrest Road,<br>Mt. Vernon, N. Y.       | 15                    |
| F. L. Hanks        | 211 Sixth Avenue, West,<br>Roselle, N. J.    | 15                    |
| George W. Ray, Jr. | 164 - 23rd Street,<br>Jackson Heights, N. Y. | 15                    |

VI.

The corporation is to have perpetual existence.

VII.

The private property of the stockholders is not to be subject to the payment of corporate debts to any extent whatever.

VIII.

No holder of stock of this corporation shall have any preferential right of subscription to any shares of any class of stock of the corporation issued or sold, or to any obligations convertible into stock of the corporation, or any right of subscription to any thereof other than such, if any, as the board of directors in its discretion may determine, and

at such prices as the board of directors may fix.

IX.

The corporation may use its surplus earnings or accumulated profits in the purchase or acquisition of its own capital stock from time to time as its board of directors shall determine, and such capital stock so purchased may, if the directors so determine, be held in the treasury of the company as treasury stock, to be thereafter disposed of in such manner as the directors shall deem proper.

X.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of the corporation, subject to the power of the stockholders to alter or repeal;

To fix in the by-laws from time to time the number of directors of the corporation, none of whom need be a stockholder;

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation and conveyances of its real estate;

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or

directors;

If the by-laws so provide, to designate by resolution three or more of its number to constitute an executive committee, which committee shall, for the time being, have and exercise such of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of the corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having a voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

#### XI.

This corporation reserves the right to amend, alter,

change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the statements herein made are true, and do respectively agree to take the number of shares of stock hereinbefore set opposite our names, and accordingly have hereunto set our hands and seals this 25th day of August, A. D. 1926.

|                           |             |                  |
|---------------------------|-------------|------------------|
| <u>E. M. Crone</u>        | <u>L.S.</u> | <u>15</u> shares |
| <u>F. L. Hanks</u>        | <u>L.S.</u> | <u>15</u> shares |
| <u>George W. Ray, Jr.</u> | <u>L.S.</u> | <u>15</u> shares |

In the presence of:

|                      |
|----------------------|
| <u>A. E. Carroll</u> |
| <u>G. M. Gwin</u>    |

STATE OF NEW YORK :

ss.

COUNTY OF NEW YORK:

Be it remembered that on this 25th day of August, A. D. 1926, personally appeared before me, WALTER D. KELLY, a Notary Public, E. M. CRONE, F. L. HANKS and GEORGE W. RAY, JR., parties to the foregoing certificate of incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said certificate, they did each severally acknowledge that they signed,

sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Walter D. Kelly  
Notary Public.

~~(NOTARIAL SEAL OF~~  
WALTER D. KELLY,  
NOTARY PUBLIC,  
NEW YORK COUNTY)

Notary Public  
New York County Clerk's No. 262  
New York Register's No. 8236  
My Commission expires March 30, 1928



CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

THE TEXAS CORPORATION, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on August 26, 1926, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on August 26, 1926, DOES HEREBY CERTIFY:

That, it appearing by the Certificate of the judges appointed for the purpose of conducting, at the special meeting of the stockholders of the above corporation held on the 6th day of November, 1929, in the City of New York, State of New York, at 11 o'clock in the forenoon for the consideration of the amendments hereinafter set forth, the vote of the stockholders for and against the adoption of said amendments, that the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation have voted in favor thereof, the following amendments to the Certificate of Incorporation of the above corporation were duly adopted in accordance with the provisions of Section 26 of the General Corporation law of the State of Delaware as amended:

FIRST: Article IV was amended to read:

"The amount of the total authorized capital stock of the Corporation is \$350,000,000, divided into

14,000,000 shares of \$25 each of common stock."

SECOND: Paragraph 5 of Article X was amended to read:

"To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, with or without the privilege of conversion into stock of the Corporation; and also to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation and conveyances of its real estate."

THIRD: The capital of said corporation will not be reduced under or by reason of said proposed amendments.

IN WITNESS WHEREOF the said THE TEXAS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by R. C. Holmes, its President, and E. M. Crone, its Secretary, this 6th day of November, 1929.

THE TEXAS CORPORATION

By R. C. HOLMES  
President

By E. M. CRONE  
Secretary

~~(Corporate seal of The~~  
Texas Corporation)

STATE OF NEW YORK     }  
COUNTY OF NEW YORK   } SS:

BE IT REMEMBERED, that on this 6th day of November, 1929, personally came before me, WALTER D. KELLY, a Notary Public in and for the County and State aforesaid, R. C. HOLMES, President of The Texas Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said R. C. HOLMES as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

WALTER D. KELLY  
Notary Public  
New York County Clerk's No. 64  
New York Register's No. 0-91  
My Commission expires March 30, 1930

(NOTARIAL SEAL OF  
WALTER D. KELLY,  
NOTARY PUBLIC,  
NEW YORK COUNTY)

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE TEXAS COMPANY

(Pursuant to Section 242 of Title 8, Chapter 1 of the  
Delaware Code of 1953)

- - - - -

The Texas Company (hereinafter called the "corporation"),  
a corporation organized and existing under and by virtue of  
Title 8, Chapter 1 of the Delaware Code of 1953, does hereby  
certify as follows:

That the following amendment of the Certificate of  
Incorporation of the corporation has been duly adopted in accord-  
ance with the provisions of Section 242 of Title 8, Chapter 1 of  
the Delaware Code of 1953:

Article I thereof is amended to read as follows:

"The name of this corporation is Texaco Inc."

IN WITNESS WHEREOF, the said The Texas Company has  
made under its corporate seal and signed by M. J. Epley, Jr.,  
its Vice President, and Wallace E. Avery, its Secretary, the  
foregoing certificate, and the said M. J. Epley, Jr., as Vice  
President, and the said Wallace E. Avery, as Secretary, have here-  
unto respectively set their hands and caused the corporate seal of  
the said corporation to be affixed this 22nd day of April, 1959.

THE TEXAS COMPANY

By M. J. Epley, Jr.  
Vice President

and Wallace E. Avery  
Secretary

~~(Corporate Seal~~  
~~of~~  
The Texas Company)

STATE OF NEW YORK    }  
COUNTY OF NEW YORK } SS.:

BE IT REMEMBERED, that on this 22nd day of April, 1959, personally came before me, Raymond G. Watson, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgment or proof of deeds, M. J. Epley, Jr., Vice President of The Texas Company, a corporation of the State of Delaware, the corporation described in the foregoing Certificate, known to me personally to be such, and he the said M. J. Epley, Jr., as such Vice President, duly executed said certificate before me, and acknowledged the said Certificate to be his act and deed and made on behalf of said corporation; that the signatures of the said Vice President and of the Secretary of said corporation to said foregoing Certificate are in the handwriting of the said Vice President and of the Secretary of said corporation, respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said Certificate was duly authorized by the stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(Stamp)  
Raymond G. Watson  
Notary Public, State of New York  
No. 60-4171310  
Qualified in Westchester County  
Certificate filed in New York County  
Term Expires March 30, 1961

Raymond G. Watson  
Notary Public

(Seal)  
Raymond G. Watson  
Notary Public  
State of New York



The State of Texas  
Department of State

I, ZOLLIE STEAKLEY, SECRETARY OF STATE

OF THE STATE OF TEXAS, DO HEREBY CERTIFY, that \_\_\_\_\_

THE TEXAS COMPANY; a foreign corporation,

incorporated under the laws of the State of Delaware, has heretofore, to-wit, on the

20th day of October, 1951, been granted a permit to do business in the State of Texas for a period of ten years from said date subject to the laws of this State; and that said corporation on this date has filed in this office a certified copy of an amendment to its articles of incorporation

Changing the corporate name from above to **TEXACO INC.**

and has paid the fees prescribed by law, and said corporation is entitled to do business in the State of Texas under said permit for the balance of the term thereof, subject to the laws of Texas to the extent, and as in said permit prescribed.

Dated, signed and sealed 1st. day of May, 19 59, at Austin, Texas.

Zollie Steakley  
Secretary of State

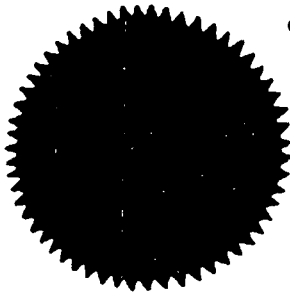
# State of Delaware



## Office of Secretary of State

I, George J. Schulz, Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of  
the certificate of incorporation of THE TEXAS COMPANY, as received in this  
office the thirtieth day of April, A.D. 1918, at 3:15 p.m.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this thirtieth day  
of April in the year of our Lord  
one thousand nine hundred and eighteen.



George J. Schulz  
Secretary of State

M. D. Forthman  
Asst. Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

OF

PARAGON OIL COMPANY, INC.  
a New York Corporation

INTO

TEXACO INC.  
a Delaware Corporation

Pursuant to Section 253 of the Delaware Corporation Law

THE UNDERSIGNED, J. Howard Rambin, Jr., and William J. Clayton, respectively, President and Secretary of Texaco Inc., pursuant to Section 253 of the Delaware Corporation Law, hereby certify:

FIRST: That Texaco Inc. is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: That Texaco Inc. is the owner of all of the outstanding shares of each class of the stock of Paragon Oil Company, Inc., a corporation duly organized and existing under the laws of the State of New York.

THIRD: That on the 6th day of March, 1964, at a meeting of the Board of Directors of Texaco Inc. duly convened and held at which a quorum was present and voted throughout, the said Board of Directors adopted the following resolution:

WHEREAS, this Company owns all of the issued and outstanding shares of all classes of stock of Paragon Oil Company, Inc., a New York corporation; and

WHEREAS, Paragon Oil Company, Inc. owns all of the issued and outstanding shares of all classes of stock of Curran & Burton, Incorporated, a Massachusetts corporation, Ford Brothers, Incorporated, a Connecticut

Q0045



corporation, and Rackliffe Oil Company, Inc., a Connecticut corporation; and

WHEREAS, Paragon Oil Company, Inc. and its said wholly-owned subsidiaries have adopted plans to merge the said wholly-owned subsidiaries into Paragon Oil Company, Inc. on March 31, 1964; and

WHEREAS, Paragon Oil Company, Inc. and its said wholly-owned subsidiaries are all engaged in businesses similar or incidental to the business of this Company and it is deemed advisable that the businesses now carried on by all of them and by this Company be carried on as a single corporate entity;

NOW, THEREFORE, BE IT RESOLVED, that this Company merge Paragon Oil Company, Inc. into itself, and assume all of its obligations, on March 31, 1964, immediately after the merger of the aforesaid wholly-owned subsidiaries of Paragon Oil Company, Inc. into the said Paragon Oil Company, Inc.; and

RESOLVED, FURTHER, that this Company shall be the surviving corporation under its present name; and

RESOLVED, FURTHER, that the officers of this Company be and they hereby are empowered and directed to do all acts and things within the States of Delaware and New York or elsewhere which may be in any way requisite and proper for the full and complete accomplishment of the said merger.

FOURTH: The effective date of the merger herein certified, insofar as the provisions of the Delaware Corporation Law govern such effective date, shall be the 31st day of March, 1964, at 11:59 p.m.

IN WITNESS WHEREOF, this certificate has been signed in the name and under the corporate seal of Texaco Inc. by its duly authorized officers on the 12th day of March, 1964.

TEXACO INC.

By Howard R. Rouse  
President

William J. Clayton  
Secretary



00046

FORM APPROVED  
GAB

STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss:

On the 12th day of March, 1964, personally came before me, a Notary Public in and for the County and State aforesaid, J. Howard Rambin, Jr. and William J. Clayton, to me known, who, being by me duly sworn, each for himself did depose and say: That he, J. Howard Rambin, Jr. resides in the Carlyle Hotel, 35 East 76th Street, New York, New York, and is President of Texaco Inc., the corporation described in and which executed the foregoing Certificate; that he, William J. Clayton, resides in 189 Hillcrest Avenue, Wood Ridge, New Jersey, and is the Secretary of said corporation; that he knows the seal of said corporation; that the seal affixed to said Certificate is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

K. Winifred Prince  
Notary Public

K. WINIFRED PRINCE  
Notary Public, State of New York  
No. 41-3163500 Queens County  
Cert. filed in New York County  
Term Expires March 30, 1965

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Certificate of Ownership of the "TEXACO INC.", a corporation  
organized and existing under the laws of the State of Delaware,  
merging "PARAGON OIL COMPANY, INC.", a corporation organized  
and existing under the laws of the State of New York, pursuant  
to Section 253 of the General Corporation Law of the State  
of Delaware, as received and filed in this office the

~~XXXXXX~~ twenty-fifth day of March A. D. 1964, at

9 o'clock A. M.

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CERTIFICATE  
OF  
OWNERSHIP AND MERGER  
OF  
JEFFERSON CHEMICAL COMPANY, INC.,  
a Delaware corporation  
into  
TEXACO INC.,  
a Delaware Corporation

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Jefferson Chemical Company, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Texaco Inc., which is incorporated under the laws of the State of Delaware.

2. All of the capital stock of Jefferson Chemical Company, Inc. is owned by Texaco Inc., and as said owner

Texaco Inc. by action of its Board of Directors at a meeting held on May 23, 1980 adopted the following resolutions:

"RESOLVED, that Texaco Inc.'s wholly-owned subsidiary, Jefferson Chemical Company, Inc., a Delaware corporation ("Jefferson") shall be merged into Texaco Inc., with Texaco Inc. being the surviving corporation;

"FURTHER RESOLVED, that Texaco Inc. execute a Certificate of Ownership and Merger of Jefferson into Texaco Inc., setting forth a true copy of these resolutions, and cause said Certificate of Ownership and Merger to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the merger;

"FURTHER RESOLVED, that any Executive Vice President, Senior Vice President or Vice President of Texaco Inc. be and hereby is authorized and empowered to execute the Certificate of Ownership and Merger, that the Secretary or any Assistant Secretary of Texaco Inc. be


and hereby is authorized to attest said Certificate of Ownership and Merger, and that said officers of Texaco Inc. take any and all other actions authorized by these resolutions necessary or proper to effect the merger of Jefferson into Texaco Inc., which shall be the surviving corporation."

3. The name of the surviving corporation in the merger herein certified is Texaco Inc., which will continue its existence as said surviving corporation under the name of Texaco Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware. The Certificate of Incorporation of Texaco Inc. as heretofore amended shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.



4. The merger herein certified shall be effective on June 30, 1980.

Dated: June 20, 1980

Attest:

  
Secretary

TEXACO INC.

  
By  Vice President and Treasurer

STATE OF NEW YORK        )  
                              ) ss.:  
COUNTY OF WESTCHESTER )

BEFORE ME, a Notary Public in and for said County and State, on this day personally appeared Richard G. Brinkman, known to me to be the person and officer whose name is subscribed to the foregoing Certificate of Ownership and Merger of Jefferson Chemical Company, Inc. into Texaco Inc., and acknowledged to me that his signature was the act and deed of TEXACO INC., a Delaware corporation, that he executed said Certificate of Ownership and Merger as the act and deed of TEXACO INC. for the purposes and considerations therein expressed and in the capacity therein stated, and that the facts stated in said Certificate of Ownership and Merger are true.

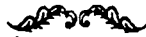
Given under my hand and seal of office this 20th day of June 1980.

Martha T. Heprmann  
Notary Public in and for said  
County and State.

MARTHA T. HEPRMANN  
Notary Public, State of New York  
No. 8161133  
Qualified in Westchester County  
Commission Expires March 30, 1982



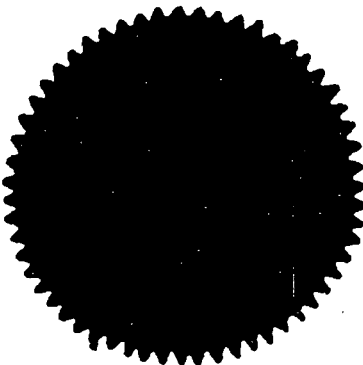
# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
 Certificate of Ownership of the "Texaco Inc.", merging "Jefferson Chemical  
 Company, Inc.", pursuant to Section 253 of the General Corporation Law of the  
 State of Delaware, as received and filed in this office the twenty-fourth day  
 of June, A.D. 1980, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
 and official seal at Dover this twenty-fourth day  
 of June in the year of our Lord  
 one thousand nine hundred and eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State



FILED

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
TEXACO ACQUISITIONS INC.  
INTO  
TEXACO INC.

DEC 7 1934 9AM

*Alvan C. Kefauver*  
SECRETARY OF STATE

(Pursuant to Sections 103 and 253 of the General Corporation Law  
of the State of Delaware.)

Texaco Inc. ("Texaco"), a corporation organized and  
existing under the laws of Delaware,

Does hereby certify:

First: That this corporation was incorporated on the  
26th of August 1926, pursuant to the General Corporation Law of  
the State of Delaware.

Second: That this corporation owns all of the  
outstanding shares of the stock of Texaco Acquisitions Inc.  
("Acquisitions"), a corporation organized and existing under the  
laws of Delaware.

Third: That Texaco, by resolutions of its Board of  
Directors duly adopted on the 30th day of November, 1934,  
determined to and authorized the merger of Acquisitions into  
Texaco on the conditions set forth in such resolutions. Such  
resolutions, which are set forth below, have not been modified or  
rescinded and remain in full force and effect on the date hereof:

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RESOLVED, that Acquisitions be merged into Texaco Inc. ("Texaco"), whereupon Texaco will assume all of the assets and obligations of Acquisitions; and

FURTHER RESOLVED, that the Chairman of the Board, the Vice Chairman of the Board, the President, the Treasurer and any Vice President of Texaco (the "Company Officers") be and they hereby are directed to make and execute, under the corporate seal of Texaco, a Certificate of Ownership and Merger setting forth a copy of the Resolution merging Acquisitions into Texaco, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the recorder of deeds of Kent County; and

FURTHER RESOLVED, that the Company Officers are hereby severally authorized to take all action in furtherance of the Merger as such Company Officers may deem appropriate, to execute and deliver (and the Secretary and Assistant Secretaries to attest and affix the corporation seal to, if required) all agreements, documents, or instruments, make all filings and give all notices in furtherance of the Merger, in such form and substance as the Company Officer executing, filing or giving the same may deem appropriate, or to take such other or further action as may be required or be deemed appropriate by such Company Officer, such action to be conclusive evidence of the approval thereof by such Company Officer.

FURTHER RESOLVED, that the address to which a copy of all process shall be mailed by the Secretary of State of Delaware is 2000 Westchester Avenue, White Plains, New York 10650, Attention: Carl B. Davidson, Secretary, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of the State of Delaware shall forth with send by registered mail to Texaco at the above address.

IN WITNESS WHEREOF, said Texaco Inc. has caused its corporate seal to be affixed and this certificate to be signed by R.G. Brinkman, its Vice President and Carl B. Davidson, its Secretary this sixth day of December, A.D. 1984.



R.G. Brinkman  
Vice President

Carl B. Davidson  
Secretary

*mm*  
*agb*  
*bcw*

Certificate of Ownership of the "TEXACO INC.",

a corporation organized and existing under the laws of the State of Delaware,  
merging "TEXACO ACQUISITIONS INC.",

a corporation organized and existing under the laws of the State of Delaware,  
pursuant to Section 253 of the General Corporation Law of the State of Delaware,  
as received and filed in this office the seventh day of December,  
A.D. 1984, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation  
shall be governed by the laws of the State of Delaware.

60005

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THE HARRISON CORPORATION

INTO

TEXACO INC.

Texaco Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on August 26, 1926, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of capital stock of The Harrison Corporation, a corporation incorporated on March 11, 1974, pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary").

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted and filed with the minutes of the Board as of close of business on February 26, 1993, determined to merge the Subsidiary into the Company.

RESOLVED, that the Company merge the Subsidiary with and into the Company, with the Company being the surviving corporation and assuming all of the assets, rights, debts, liabilities, restrictions, disabilities, duties and obligations of the Subsidiary;

RESOLVED, that the proper officers of the Company be and they hereby are directed to make and

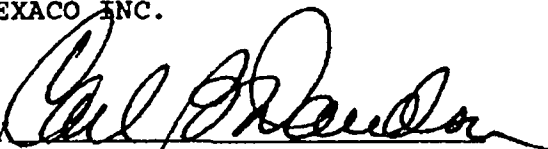
execute one or more Certificates of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of Kent County and elsewhere as they shall deem appropriate, and to do all acts and things whatsoever, whether within or without the State of Delaware, which are necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the effective date of the merger.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed as of the 18 day of May, 1993.

TEXACO INC.

By

  
Carl B Davidson, Vice President

ATTEST:

  
R. E. Koch, Assistant Secretary

RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF  
TEXACO INC.

FEBRUARY 26, 1993

WHEREAS, The Harrison Corporation and Texaco Services Inc., which are Delaware corporations (the "Subsidiaries"), are direct and wholly-owned subsidiaries of Texaco Inc. (the "Company"); and

WHEREAS, the Board of Directors of the Company deems it advisable and in the best interests of the Company to merge the Subsidiaries into the Company:

NOW, THEREFORE, BE IT

RESOLVED, that the Company merge the Subsidiaries with and into the Company, with the Company being the surviving corporation and assuming all of the assets, rights, debts, liabilities, restrictions, disabilities, duties and obligations of the Subsidiaries;

RESOLVED, that the proper officers of the Company be and they hereby are directed to make and execute one or more Certificates of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of Kent County and elsewhere as they shall deem appropriate, and to do all acts and things whatsoever, whether within or without the State of Delaware, which are necessary or proper to effect said merger.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TEXACO SERVICES INC.

INTO

TEXACO INC.

Texaco Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on August 26, 1926, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of capital stock of Texaco Services Inc., a corporation incorporated on July 25, 1984, pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary").

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted and filed with the minutes of the Board as of close of business on February 26, 1993, determined to merge the Subsidiary into the Company.

RESOLVED, that the Company merge the Subsidiary with and into the Company, with the Company being the surviving corporation and assuming all of the assets, rights, debts, liabilities, restrictions, disabilities, duties and obligations of the Subsidiary;

RESOLVED, that the proper officers of the Company be and they hereby are directed to make and execute one or more Certificates of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of Kent County and elsewhere as they shall deem appropriate, and to do all acts and things



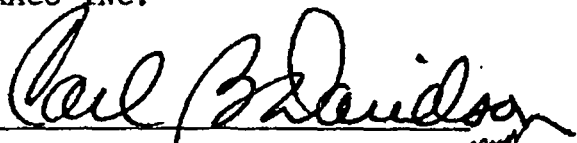
whatsoever, whether within or without the State of Delaware, which are necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the effective date of the merger.

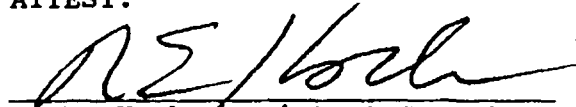
IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed as of the 15th day of July, 1993, and to be effective as of August 1, 1993.

TEXACO INC.

BY

  
Carl B. Davidson Vice-President

ATTEST:

  
R. E. Koch, Assistant Secretary

RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF  
TEXACO INC.

FEBRUARY 26, 1993

WHEREAS, The Harrison Corporation and Texaco Services Inc., which are Delaware corporations (the "Subsidiaries"), are direct and wholly-owned subsidiaries of Texaco Inc. (the "Company"); and

WHEREAS, the Board of Directors of the Company deems it advisable and in the best interests of the Company to merge the Subsidiaries into the Company:

NOW, THEREFORE, BE IT

RESOLVED, that the Company merge the Subsidiaries with and into the Company, with the Company being the surviving corporation and assuming all of the assets, rights, debts, liabilities, restrictions, disabilities, duties and obligations of the Subsidiaries;

RESOLVED, that the proper officers of the Company be and they hereby are directed to make and execute one or more Certificates of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of Kent County and elsewhere as they shall deem appropriate, and to do all acts and things whatsoever, whether within or without the State of Delaware, which are necessary or proper to effect said merger.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TEXACO FINANCIAL SERVICES INC.

INTO

TEXACO INC.

Texaco Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on August 26, 1926, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of capital stock of Texaco Financial Services Inc., incorporated on September 27, 1976, pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted and filed with the minutes of the Board on December 9, 1994, determined to merge the Subsidiary into the Corporation:

RESOLVED, that effective as of the close of business on December 31, 1994, the Corporation is authorized to merge the Subsidiary with and into the Corporation, with the Corporation being the surviving corporation and assume all of the assets, rights, debts, liabilities, restrictions, disabilities, duties and obligations of the Subsidiary; and

RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and

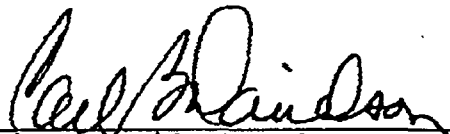
elsewhere as they shall deem appropriate, and to do all acts and things whatsoever, whether within or without the State of Delaware, which are necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the effective date of such merger.

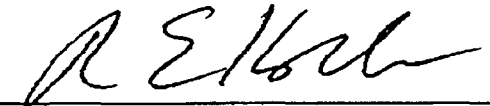
IN WITNESS THEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed as of the 31st day of December, 1994.

TEXACO INC.

By:

  
Vice President and Secretary

ATTEST:

  
Assistant Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**PARADIS PIPELINE COMPANY**

**AND**

**VERMILLION PIPELINE COMPANY**

**INTO**

**TEXACO INC.**

Texaco Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was incorporated on August 26, 1926, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the Outstanding shares of capital stock of Paradis Pipeline Company and Vermillion Pipeline Company, both incorporated on May 13, 1991, pursuant to the General Corporation Law of the State of Delaware (the "Subsidiaries").

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted and filed with the minutes of the Board on February 24, 1995, determined to merge the Subsidiaries into the Corporation:

RESOLVED, that effective as of the close of business on March 1, 1995, the Corporation is authorized to merge the Subsidiaries with and into the Corporation, with the Corporation being the surviving corporation and assume all of the assets, rights, debts, liabilities, restrictions, disabilities, duties and obligations of the Subsidiaries; and

RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and elsewhere as they shall deem appropriate, and to do all acts and things whatsoever, whether within or without the State of Delaware, which are necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the effective date of such merger.

IN WITNESS THEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed as of the 27<sup>th</sup> day of February, 1995.

TEXACO INC.



Carl B. Davidson  
Vice President and Secretary



ATTEST:



R. E. Koch  
Assistant Secretary

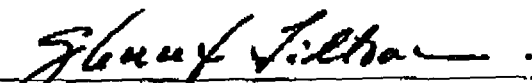
**CERTIFICATE OF MERGER  
OF  
KEEPEP INC.  
WITH AND INTO  
TEXACO INC.**

(Pursuant to Section 251 of the General  
Corporation Law of the State of Delaware)

Texaco Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
  - (a) Texaco Inc., a Delaware corporation; and
  - (b) Keepep Inc., a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Texaco Inc., a Delaware corporation (the "Surviving Corporation").
4. The Restated Certificate of Incorporation of Texaco Inc. as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 2000 Westchester Avenue, White Plains, New York 10650.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Texaco Inc. has caused this Certificate to be signed as of this 9th day of October, 2001.

  
Name: Glenn F. Tilton  
Title: Chairman of the Board and  
Chief Executive Officer

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "TEXACO INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1926, AT 10 O'CLOCK A.M.

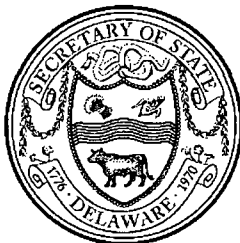
CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 1929, AT 3 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "THE TEXAS CORPORATION" TO "THE TEXAS COMPANY", FILED THE FIRST DAY OF NOVEMBER, A.D. 1941, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 1944, AT 9 O'CLOCK A.M.

CERTIFICATE OF REDUCTION, FILED THE FIRST DAY OF MAY, A.D. 1947, AT 9 O'CLOCK A.M.

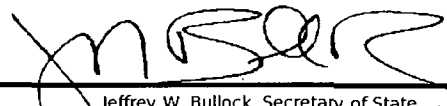
CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1949, AT 9 O'CLOCK A.M.



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110738087

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844783

DATE: 06-20-11



# Delaware

PAGE 2

## The First State

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF  
APRIL, A.D. 1951, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF  
APRIL, A.D. 1956, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "THE TEXAS  
COMPANY" TO "TEXACO INC.", FILED THE THIRTIETH DAY OF APRIL,  
A.D. 1959, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF JULY,  
A.D. 1961, AT 3 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIFTH DAY OF  
MARCH, A.D. 1964, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF APRIL,  
A.D. 1966, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWELFTH DAY OF DECEMBER,  
A.D. 1967, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF JULY, A.D.  
1969, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF  
APRIL, A.D. 1980, AT 12 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF



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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844783

DATE: 06-20-11

# Delaware

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*The First State*

JUNE, A.D. 1980, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF MARCH,  
A.D. 1984, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF JUNE,  
A.D. 1984, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE SEVENTH DAY OF DECEMBER,  
A.D. 1984, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF  
MAY, A.D. 1985, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TENTH DAY OF JUNE, A.D.  
1985, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TENTH DAY OF DECEMBER,  
A.D. 1985, AT 9:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF MAY, A.D.  
1987, AT 1:05 O'CLOCK P.M.

COURT ORDERED CERTIFICATE OF AMENDMENT, FILED THE SEVENTH  
DAY OF APRIL, A.D. 1988, AT 11:40 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF AUGUST,  
A.D. 1988, AT 11:45 O'CLOCK A.M.


CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF



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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844783

DATE: 06-20-11

# Delaware

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*The First State*

DECEMBER, A.D. 1988, AT 2:25 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRD DAY OF APRIL,  
A.D. 1989, AT 4:25 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTH DAY OF APRIL,  
A.D. 1989, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF MAY, A.D.  
1989, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF  
AUGUST, A.D. 1989, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF  
NOVEMBER, A.D. 1989, AT 1:16 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-SIXTH DAY OF  
JANUARY, A.D. 1990, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTEENTH DAY OF  
FEBRUARY, A.D. 1990, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE NINTH DAY OF MARCH,  
A.D. 1990, AT 4:29 O'CLOCK A.M.


CERTIFICATE OF CORRECTION, FILED THE NINTH DAY OF MARCH,  
A.D. 1990, AT 4:30 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844783

DATE: 06-20-11

# Delaware

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*The First State*

TWENTY-SEVENTH DAY OF APRIL, A.D. 1990, AT 9:20 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SEVENTH DAY OF APRIL,  
A.D. 1990, AT 12:55 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF  
DECEMBER, A.D. 1992, AT 1:52 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIRST DAY OF JUNE, A.D.  
1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF JULY,  
A.D. 1993, AT 11:20 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE NINTH DAY OF NOVEMBER,  
A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE NINTH DAY OF NOVEMBER,  
A.D. 1994, AT 9:05 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF  
DECEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 1994.


CERTIFICATE OF OWNERSHIP, FILED THE FIRST DAY OF MARCH, A.D.  
1995, AT 9 O'CLOCK A.M.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844783

DATE: 06-20-11

# Delaware

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*The First State*

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF SEPTEMBER,  
A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SECOND DAY OF MARCH,  
A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF  
APRIL, A.D. 1999, AT 4 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTH DAY OF AUGUST,  
A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE NINTH DAY OF OCTOBER, A.D.  
2001, AT 1:15 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF OCTOBER, A.D.  
2001, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF  
MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "TEXACO INC."

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE BEEN PAID TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844783

DATE: 06-20-11

# Delaware

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*The First State*

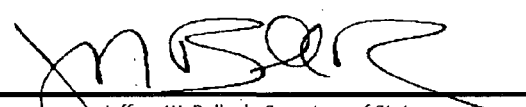
BEEN FILED TO DATE.



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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844783

DATE: 06-20-11